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C. GOLDEN  
MAY 19 2020

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SURYA STATE YOGA, INC.

DOCUMENT NUMBER: N20000003890

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RACE SMITH

(Name of Contact Person)

SURYA STATE YOGA, INC.

(Firm/ Company)

3721 MARINER DR.

(Address)

PANAMA CITY BEACH, FL. 32408

(City/ State and Zip Code)

RACETSMITH@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RACE SMITH

(Name of Contact Person)

at

850

(Area Code)

866-9070

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

SURYA STATE YOGA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

2020 11 11 AM 10:23

N20000003890

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida N/A

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

SEE ATTACHMENT FOR ARTICLES AMENDED AND ADDED.

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## **ATTACHMENT**

### **Amendments to Articles of Incorporation.**

(1) Amend ARTICLE III to read:

#### **Article III**

THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, LITERARY, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AS MAY BE AMENDED OR THE CORRESPONDING SECTION OF ANY FUTURE TAX CODE (THE "CODE"). SOLELY FOR THE FORGOING PURPOSE, THE CORPORATION IS EMPOWERED TO EXERCISE ALL RIGHTS AND POWERS CONFERRED BY THE FNFPCA, INCLUDING, BUT NOT LIMITED TO ENHANCING AWARENESS, EDUCATION, AND ACCESS TO THE TEACHINGS AND PRACTICE OF YOGA.

(2) Add ARTICLE IX to read:

#### **Article IX**

UPON DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(3) Add ARTICLE X to read:

#### **Article X**

THE INITIAL BYLAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

(4) Add ARTICLE XI to read:

#### **Article XI**

THE POWERS OF THE CORPORATION SHALL BE PROVIDED IN THE BYLAWS OF THE CORPORATION IN ACCORDANCE WITH CHAPTER 617, FLORIDA STATUTES, WITH THE FOLLOWING LIMITATIONS WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE:

1. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF.

2. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

3. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

4. IN THE EVENT THAT THE CORPORATION IS DETERMINED TO BE A PRIVATE FOUNDATION WITHIN THE MEANING OF SECTION 509 OF THE CODE, THEN DURING SUCH PERIOD: (I) THE CORPORATION SHALL DISTRIBUTE ITS INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX OR UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE, (II) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING, AS DEFINED IN SECTION 4941(D) OF THE CODE, (III) THE CORPORATION SHALL NOT RETAIN ANY HOLDINGS IN A BUSINESS ENTERPRISE FOR A PERIOD OF TIME OR IN SUCH A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4943(C) OF THE CODE, (IV) THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE, AND (V) THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

(5) Add ARTICLE XII to read:

**Article XII**

**THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE, UNLESS DISSOLVED BY OFFICERS, DIRECTORS, SHAREHOLDERS, OR BY OPERATION OF LAW.**

[illegible]

**Effective date if applicable:** \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**



☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/29/2020

Signature Race Smith

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

RACE SMITH

(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD

(Title of person signing)